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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)

X  
JOINT STIPULATION AND AGREED ORDER ALLOWING PROOF OF CLAIM NUMBER  
16705 IN FAVOR OF H.E. SERVICES/ROBERT BACKIE FOR AN ALLOWED GENERAL  
UNSECURED CLAIM OF \$300,000 AND DISALLOWING PROOFS OF CLAIM NUMBERS  
837 AND 838

(H.E. SERVICES AND ROBERT BACKIE)



Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and H.E. Services ("HES") and Robert Backie ("Backie") (collectively, "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16705 (H.E. Services/Robert Backie) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about March 9, 2006, HES and Backie each filed proof of claim numbers 837 and 838, respectively, against Debtors. HES's proof of claim asserts an unsecured nonpriority claim in excess of \$30 million for "civil rights and Constitutional violations" and related claims based on contract, promissory estoppel, and fraud (the "HES Claim"). Backie's proof of claim asserts an unsecured nonpriority claim in excess of \$30 million based on the same underlying allegations (the "Backie Claim") (together with HES Claim and the expunged and disallowed duplicate proof of claims numbers 2237 and 2238, the "Claims").

WHEREAS, H.E. Services and Robert Backie attach a complaint filed by H.E. Services and Mr. Backie in the United States District Court for the Eastern District of Michigan (Case No. 05-10053, the "Underlying Complaint"). In that suit, which has been administratively closed due to these Chapter 11 proceedings, H.E. Services and Backie allege violations of 42 U.S.C. § 1981, Michigan fraud and misrepresentation law, as well as claims of promissory estoppel and breach of contract. (Underlying Complaint, ¶¶ 5-7).

WHEREAS, the Debtors objected to the Claims pursuant to the Debtors' (i) Third

Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007  
To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors'  
Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate  
Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the  
"Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS H.E. Services and Robert Backie filed their joint Response To  
Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R.  
Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (b) Claims  
Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And  
(II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c)  
(Docket No. 5679) (the "H.E./Backie Response") on November 22, 2006. Richard Janes also  
filed a Response To Debtor's (sic) Objection to Claim (Docket No. 5742) (the "Janes Response;"  
collectively, the "Responses") on November 22, 2006.

WHEREAS, on September 6, 2007, this Court conducted a hearing on the Claims  
(the "Hearing").

WHEREAS, on September 6, 2007, the parties agreed to resolve the Claims for  
the reasons articulated on the record of the Hearing.

WHEREAS, the Debtors and Claimants have resolved all matters between them  
pursuant to the terms set forth below.

WHEREAS, the Court finds that the proposed resolution of the Claims set forth  
below is fair and reasonable and in the best interests of the Debtors, their estates and other parties  
in interest and, accordingly, authorizes Delphi Automotive Systems, LLC to enter into this  
Stipulation and Order pursuant to Section 363 and 503 of the Bankruptcy Code and Fed. R.

Bankr. P. 9019(b).

WHEREAS, to effectuate the Settlement, the Debtors have created a new claim in the Debtors' claim register, Claim Number 16705, held jointly by H. E. Services and Backie; and

NOW THEREFORE, the Debtors, HES, and Backie stipulate and agree, and the

Court hereby orders, as follows:

1. Claim 16705 is hereby allowed in the amount of \$300,000.00 in favor of

"HE Services/Robert Backie" (with the same address and notice information as set forth in the Claims), or such other entity or person designated in writing by counsel for HE Services and Backie and sent to counsel for the Debtors so as to be received on or before October 31, 2007, and shall be treated as an allowed general unsecured non-priority claim against the estate of Delphi Automotive Systems, LLC.

2. Claim Numbers 837 and 838 shall be expunged and disallowed with

prejudice.

3. This stipulation and order is in full resolution of the matters raised in the

Claims including the matters asserted in the Underlying Action.

So Ordered in New York, New York, this 6th day of September, 2007

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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